

CHAPMAN AND CUTLER LLP

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July 2, 2007

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

RECORDATION NO.

18997-C
FILED

JUL 02 '07 -4 00 PM

SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company
Termination of Trust Indenture and Security Agreement (BN 1994-D)

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Termination of Trust Indenture and Security Agreement (BN 1994-D) dated as of July 2, 2007, between Wilmington Trust Company, as owner trustee (the "*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association (successor to First Security Bank of Utah, National Association), as indenture trustee (the "*Indenture Trustee*").

The enclosed document relates to the Trust Indenture and Security Agreement (BN 1994-D), dated as of September 15, 1994, between the Owner Trustee and the Indenture Trustee which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 28, 1994 at 11:30 A.M. under recordation number 18997-A.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration (BN 1994-D)

Indenture Trustee: Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
MAC: U1228-120
Salt Lake City, Utah 84111
Attention: Corporate Trust Department (BN 1994-D)

CHAPMAN AND CUTLER LLP

The equipment covered by the aforesaid Termination of Trust Indenture and Security Agreement consists of all railroad equipment previously on file and subject to the Trust Indenture and Security Agreement, as the same may have been supplemented, modified or amended.

A short summary of the document to appear in the index follows:

Termination of Trust Indenture and Security Agreement (BN 1994-D) between Wilmington Trust Company, as owner trustee (the "*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association (successor to First Security Bank of Utah, National Association), as indenture trustee, dated as of July 2, 2007.

A fee of thirty-four dollars (\$34.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

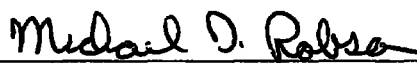
Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY



Michael D. Robson

Enclosures

RECORDATION NO. 18997-C
FILED

TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT
(BN 1994-D)

JUL 02 2007 4 00 PM
SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT is made and entered into as of July 2, 2007 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and Wells Fargo Bank Northwest, National Association (successor to First Security Bank of Utah, National Association), a national banking association, as Indenture Trustee ("*Indenture Trustee*").

1. The Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (BN 1994-D) dated as of September 15, 1994 (as amended, supplemented or modified to date, the "*Indenture*") by which the Owner Trustee granted a security interest in certain railroad equipment to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture. The Indenture (or a memorandum thereof) was duly recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 28, 1994 at 11:30 A.M. under recordation number 18997-A. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

2. The Indenture is terminated effective as of the date hereof with respect to the units of railroad equipment subject thereto.

3. This Termination of Trust Indenture and Security Agreement shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive this termination.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By _____

Name: **JAMES P. LAWLER**
Title: **Vice President**

Executed on this 20th day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION

By _____

Name:
Title:

Executed on this ____ day of June, 2007.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of June, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION

By DeAnn Madsen
Name: DeAnn Madsen
Title: Vice President

Executed on this 20th day of June, 2007.

STATE OF DELAWARE)
)
COUNTY OF WILMINGTON) ~~NEWCASTLE~~ SS.:

On this, the 20 day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared Jim Lawler, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on June 20, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



MICHELE C. HARPA

Name: Notary Public - State of Delaware
Notary Public My Comm. Expires May 17, 2010
My Commission Expires:
Residing in Delaware

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.:

On this, the ___ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June ___, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF DELAWARE)
)
COUNTY OF WILMINGTON) SS.:

On this, the ____ day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on June ____, 2007 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

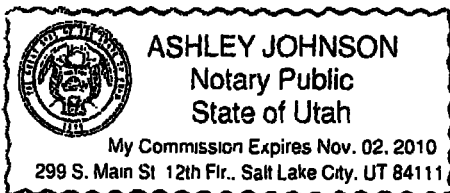
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS.:

On this, the 20th day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared DeAnn Madsen, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on June 20, 2007 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.





Name:
Notary Public
My Commission Expires:
Residing in _____

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/2/07



Robert W. Alvord